

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

APPROVED 8/22/2014

RUBY J. KRAJICK
CLERK OF COURT

BY _____

Deputy Clerk

UNITED STATES OF AMERICA ex rel.
EDWARD O'DONNELL,

Plaintiff,

Civil Action No. 12-cv-1422 (JSR)

- v. -

COUNTRYWIDE HOME LOANS, INC.,
COUNTRYWIDE BANK, FSB, BANK OF
AMERICA, N.A., and REBECCA MAIRONE,

Defendants.

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
 DOC #: _____
 DATE FILED: 8/22/2014

SUPERSEDEAS BOND

KNOW ALL BY THESE PRESENTS, That Bank of America, N.A., as principal and on behalf of defendants Bank of America, N.A., Countrywide Home Loans, Inc., and Countrywide Bank, FSB ("Defendants"), and Fidelity and Deposit Company of Maryland, Zurich American Insurance Company, XL Specialty Insurance Company, XL Reinsurance America Inc., Travelers Casualty and Surety Company, Liberty Mutual Insurance Company, ACE American Insurance Company, Continental Casualty Company, Berkley Insurance Company, RLI Insurance Company, as sureties, (hereinafter collectively and individually called "Surety") are held and firmly bound unto UNITED STATES OF AMERICA, in the total aggregate sum of One Billion, Four Hundred and Six Million, Nine Hundred and Fifteen Thousand, Eight Hundred and Sixty Five and Zero Cents (\$1,406,915,865.00) DOLLARS, lawful money of the United States to be paid to the United States of America for which payment well and truly to be made, we bind ourselves and our heirs, executors, administrators, successors and assigns, severally by these presents.

THE CONDITION OF THIS OBLIGATION IS SUCH THAT:

WHEREAS, judgment was entered on the 31st day of July, 2014 in favor of the United States of America and against Defendants in the amount of \$1,267,491,770,

WHEREAS, Defendants shall file or have filed post-judgment motions, and if denied, will appeal the judgment.

NOW, THEREFORE, the condition of this obligation is such that this obligation shall be void if Defendants prosecute their post-judgment motions and/or any subsequent appeals to the United States Court of Appeals for the Second Circuit and/or the United States Supreme Court and either (a) Defendants satisfy said judgment in full together with costs, interest and damages for delay if for any reason the motions are not granted and the appeal is dismissed or if the judgment is affirmed; or (b) Defendants satisfy in full such modification of the judgment and such costs, interest and damages as the United States District Court

for the Southern District of New York, the **United States Court of Appeals for the Second Circuit** and/or the United States Supreme Court may adjudge and award. Otherwise then this obligation shall remain in full force and effect.

PROVIDED, HOWEVER, THAT:

1. The maximum amount of liability for each Surety shall be limited to the following amounts:

Fidelity and Deposit Company of Maryland, a Maryland Corporation for
Fourteen Million Dollars (\$14,000,000.00) (1%)

Zurich American Insurance Company, a New York Corporation for
Three Hundred and Thirty Six Million Dollars (\$336,000,000.00) (23.88%)

XL Specialty Insurance Company, a Delaware Corporation for
Fifteen Million Dollars (\$15,000,000.00) (1.07%)

XL Reinsurance America Inc., a New York Corporation for
Sixty Million Dollars (\$60,000,000.00) (4.26%)

Travelers Casualty and Surety Company, a Connecticut Corporation for
Three Hundred Million Dollars (\$300,000,000.00) (21.33%)

Liberty Mutual Insurance Company, a Massachusetts Corporation for
Two Hundred and Fifty Million Dollars (\$250,000,000.00) (17.77%)

ACE American Insurance Company, a Pennsylvania Corporation for
Two Hundred and Twenty Five Million Dollars (\$225,000,000.00) (15.99%)

Continental Casualty Company, an Illinois Corporation for
One Hundred and Fifty Million Dollars (\$150,000,000.00) (10.66%)

Berkley Insurance Company, a Delaware Corporation for
Fifty Million Dollars (\$50,000,000.00) (3.55%)

RLI Insurance Company, an Illinois Corporation for
Six Million, Nine Hundred and Fifteen Thousand, Eight Hundred and Sixty Five Dollars
(\$6,915,865.00) (0.49%)

2. It is expressly provided that the obligation of the Surety shall be several and not joint, and no Surety shall be responsible in an amount greater than their respective maximum amount of liability set forth above in paragraph 1. Nor shall any Surety's liability be increased or affected hereunder in any way whatsoever as a result of the performance or non-performance by any other Surety of such other Surety's obligation under this Bond.

3. Any claim for payment by the **United States of America** arising under this bond shall be allocated to the percentage of each Surety's limit of liability relative to the aggregate amount of this bond.

4. In no event shall the total obligation of the Surety hereunder exceed the amount herein stated, regardless of the number of years this bond is in force.

5. This Bond may be executed in any number of counterparts, and by the different parties hereto on separate counterparts, each of which counterpart shall be an original, but all of which shall together constitute one and the same instrument.

6. Pursuant to Rule 8(b) of the Federal Rules of Appellate Procedure and Rule 65.1 of the Federal Rules of Procedure, see Surety List above, each surety, submits itself to the jurisdiction of the District Court.

IT IS FURTHER AGREED by each Surety that it meets the qualification requirements of Civil L.R. 65.1- 1(b) and that, in the event that the Surety defaults or refuses to obey any court order requiring payment, the Court may, upon notice to the Surety of not less than ten business days, proceed summarily and render judgment against the Surety in accordance with its obligation and award execution thereon.

SIGNED AND SEALED this 22nd day of August 2014.

Bank of America, N.A.

By:

Jana J. Litsey, Deputy General Counsel

ACKNOWLEDGEMENT OF PRINCIPAL, IF A CORPORATION

STATE OF New York,)

COUNTY OF New York,)

ON THE 22nd DAY OF August 2014 BEFORE ME PERSONALLY CAME JANA J. LITSEY TO ME KNOWN, WHO, BEING BY ME DULY SWEORN, DID DEPOSE AND SAY THAT (S)HE RESIDES AT 214 N. TRYON St., Charlotte, NC 28255, THAT (S)HE IS THE DEPUTY GENERAL COUNSEL OF Bank of America, N.A. THE CORPORATION DESCRIBED IN AND WHICH EXECUTED THE ABOVE INSTRUMENT; AND THAT (S)HE SIGNED HIS/HER NAME THERETO BY ORDER OF THE BOARD OF DIRECTORS OF SAID CORPORATION.



Notary Public

Xavier Miranda

SURETY

Fidelity and Deposit Company of Maryland

By:

Annette Leuschner, Attorney-In-Fact

BOND NUMBERS

Bond Number: 09164697

Zurich American Insurance Company

By:

Annette Leuschner, Attorney-In-Fact

Bond Number: 09164697

XL Specialty Insurance Company

By:

Annette M. Leuschner, Attorney-In-Fact

Bond Number: SUR7401262

XL Reinsurance America Inc.

By:

Annette M. Leuschner, Attorney-In-Fact

Bond Number: SUR7401263

Travelers Casualty and Surety Company

By:

Annette Leuschner, Attorney-In-Fact

Bond Number: 106147301

Liberty Mutual Insurance Company

By:

Annette Leuschner, Attorney-In-Fact

Bond Number: 19047792

ACE American Insurance Company

By: 

Annette M. Leuschner, Attorney-In-Fact

Bond Number: K09100295

Continental Casualty Company

By: 

Annette M. Leuschner, Attorney-In-Fact

Bond Number: 929583979

Berkley Insurance Company

By: 

Annette Leuschner, Attorney-In-Fact

Bond Number: 0172617

RLI Insurance Company

By: 

Annette Leuschner, Attorney-In-Fact

Bond Number: CMS0277772

ACKNOWLEDGEMENT OF SURETY

STATE OF New York,)
COUNTY OF Nassau ,)

ON THE 22nd DAY OF August, 2014 , BEFORE ME PERSONALLY CAME Annette Leuschner TO ME KNOWN, WHO, BEING BY ME DULY SWORN, DID DEPOSE AND SAY THAT (S)HE RESIDES AT Suffolk County, NY THAT (S)HE IS THE ATTORNEY-IN-FACT OF Fidelity and Deposit Company of Maryland THE CORPORATION DESCRIBED IN AND WHICH EXECUTED THE ABOVE INSTRUMENT; THAT (S)HE KNOWS THE SEAL OF SAID CORPORATION; THAT ONE OF THE SEALS AFFIXED TO THE FOREGOING INSTRUMENT IS SUCH SEAL; THAT IT WAS SO AFFIXED BY ORDER OF THE BOARD OF DIRECTORS OF SAID CORPORATION; AND THAT (S)HE SIGNED HIS/HER NAME THERETO BY LIKE ORDER.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

ACKNOWLEDGEMENT OF SURETY

STATE OF New York,)
COUNTY OF Nassau,)

ON THE 22nd DAY OF August, 2014 , BEFORE ME PERSONALLY CAME Annette Leuschner TO ME KNOWN, WHO, BEING BY ME DULY SWORN, DID DEPOSE AND SAY THAT (S)HE RESIDES AT Suffolk County, NY THAT (S)HE IS THE ATTORNEY-IN-FACT OF Zurich American Insurance Company THE CORPORATION DESCRIBED IN AND WHICH EXECUTED THE ABOVE INSTRUMENT; THAT (S)HE KNOWS THE SEAL OF SAID CORPORATION; THAT ONE OF THE SEALS AFFIXED TO THE FOREGOING INSTRUMENT IS SUCH SEAL; THAT IT WAS SO AFFIXED BY ORDER OF THE BOARD OF DIRECTORS OF SAID CORPORATION; AND THAT (S)HE SIGNED HIS/HER NAME THERETO BY LIKE ORDER.



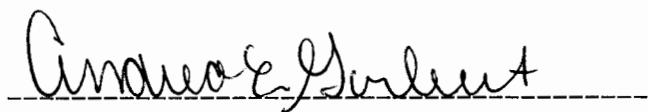
Notary Public

ANDREA E. GORBERT
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ACKNOWLEDGEMENT OF SURETY

STATE OF New York,)
COUNTY OF Nassau,)

ON THE 22nd DAY OF August, 2014 , BEFORE ME PERSONALLY CAME Annette M.
Leuschner TO ME KNOWN, WHO, BEING BY ME DULY SWORN, DID DEPOSE AND
SAY THAT (S)HE RESIDES AT Suffolk County, NY THAT (S)HE IS THE ATTORNEY-
IN-FACT OF XL Specialty Insurance Company THE CORPORATION DESCRIBED IN
AND WHICH EXECUTED THE ABOVE INSTRUMENT; THAT (S)HE KNOWS THE SEAL
OF SAID CORPORATION; THAT ONE OF THE SEALS AFFIXED TO THE FOREGOING
INSTRUMENT IS SUCH SEAL; THAT IT WAS SO AFFIXED BY ORDER OF THE BOARD
OF DIRECTORS OF SAID CORPORATION; AND THAT (S)HE SIGNED HIS/HER NAME
THERETO BY LIKE ORDER.



Notary Public

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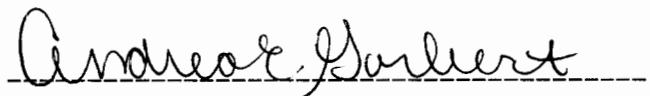
Andrea E. Gorbert
Notary Public

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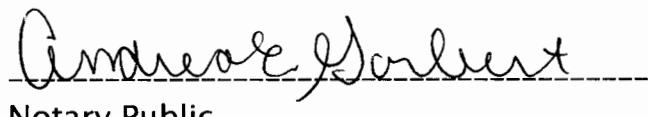
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COUNTY OF Nassau,)

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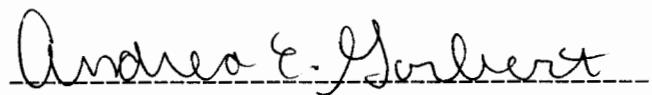
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Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

STATE OF NEW YORK

COUNTY OF NASSAU

Annette Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **Fidelity and Deposit Company of Maryland**.
THE **Fidelity and Deposit Company of Maryland** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED **March 14, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

Fidelity and Deposit Company of Maryland

BY:



Annette Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August, 2014**.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

**STATE OF NEW YORK
DEPARTMENT OF FINANCIAL SERVICES**

**CERTIFICATE OF SOLVENCY UNDER SECTION 1111 OF THE NEW YORK
INSURANCE LAW**

It is hereby certified that

Fidelity and Deposit Company of Maryland
of Owings Mills, Maryland

a corporation organized under the laws of the State of Maryland and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$168,959,537.(Capital \$5,000,000.) as is shown by its sworn financial statement for the year ended December 31, 2013, on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 14th day of March, 2014.

Benjamin M. Lawsky
Superintendent

By *Jacqueline Catalfamo*

Jacqueline Catalfamo
Special Deputy Superintendent

STATE OF NEW YORK

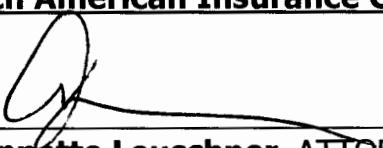
COUNTY OF NASSAU

Annette Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **Zurich American Insurance Company**.
THE **Zurich American Insurance Company** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED **April 23, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

Zurich American Insurance Company

BY:


Annette Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August, 2014**.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

**STATE OF NEW YORK
DEPARTMENT OF FINANCIAL SERVICES**

**CERTIFICATE OF SOLVENCY UNDER SECTION 1111 OF THE NEW YORK
INSURANCE LAW**

It is hereby certified that

Zurich American Insurance Company

a corporation organized under the laws of the State of New York and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$7,798,418,339. (Capital \$5,000,000.) as is shown by its sworn financial statement for the year ended December 31, 2013, on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 23rd day of April, 2014.

Benjamin M. Lawsky
Superintendent

By *Jacqueline Catafaldo*

Jacqueline Catafaldo
Special Deputy Superintendent

ZURICH AMERICAN INSURANCE COMPANY
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the ZURICH AMERICAN INSURANCE COMPANY, a corporation of the State of New York, the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, a corporation of the State of Maryland, and the FIDELITY AND DEPOSIT COMPANY OF MARYLAND a corporation of the State of Maryland (herein collectively called the "Companies"), by **THOMAS O. MCCLELLAN, Vice President**, in pursuance of authority granted by Article V, Section 8, of the By-Laws of said Companies, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, do hereby nominate, constitute, and appoint **James E. MARRAN, JR, David W. ROSEHILL, Nancy SCHNEE, Andrea E. GORBERT, Annette LEUSCHNER, Valorie SPATES, Beverly A. WOOLFORD and Anne POTTER, all of Jericho, New York, EACH** its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: **any and all bonds and undertakings**, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Companies, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the ZURICH AMERICAN INSURANCE COMPANY at its office in New York, New York., the regularly elected officers of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at its office in Owings Mills, Maryland., and the regularly elected officers of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at its office in Owings Mills, Maryland., in their own proper persons.

The said Vice President does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article V, Section 8, of the By-Laws of said Companies, and is now in force.

IN WITNESS WHEREOF, the said Vice-President has hereunto subscribed his/her names and affixed the Corporate Seals of the said ZURICH AMERICAN INSURANCE COMPANY, COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, and FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 5th day of February, A.D. 2013.

ATTEST:

ZURICH AMERICAN INSURANCE COMPANY
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY
FIDELITY AND DEPOSIT COMPANY OF MARYLAND



By: _____

Eric D. Barnes
Assistant Secretary
Eric D. Barnes

Thomas O. McClellan
Vice President
Thomas O. McClellan

State of Maryland
City of Baltimore

On this 5th day of February, A.D. 2013, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, **THOMAS O. MCCLELLAN, Vice President, and ERIC D. BARNES, Assistant Secretary**, of the Companies, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and acknowledged the execution of same, and being by me duly sworn, deposeth and saith, that he/she is the said officer of the Company aforesaid, and that the seals affixed to the preceding instrument are the Corporate Seals of said Companies, and that the said Corporate Seals and the signature as such officer were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

Constance A. Dunn

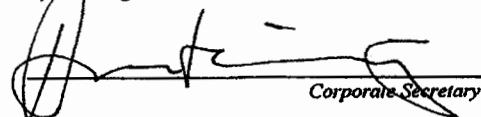


Constance A. Dunn, Notary Public
My Commission Expires: July 14, 2015

**ZURICH AMERICAN INSURANCE COMPANY
COMPARATIVE BALANCE SHEET
ONE LIBERTY PLAZA, 165 BROADWAY, 32nd FLOOR, NEW YORK, NY 10006
As of December 31, 2013 and December 31, 2012**

	<u>12/31/2013</u>	<u>12/31/2012</u>
Assets		
Bonds	\$ 18,990,565,123	\$ 18,907,466,866
Preferred Stock	2,411,755,638	2,123,025,432
Common Stock	2,505,133,631	2,035,077,824
Other Invested Assets	327,019,081	126,053,209
Short-term Investments	123,767,865	134,410,839
Receivable for securities	(65,045,469)	728,298,115
Cash and cash equivalents	208,060,537	225,335,750
Securities lending reinvested collateral assets	142,420,097	130,493,778
Employee Trust for Deferred Compensation Plan		
Total Cash and Invested Assets	\$ 24,643,676,503	\$ 24,410,161,814
Premiums Receivable	\$ 3,358,946,105	\$ 3,649,247,239
Funds Held with Reinsurers	2,383,155	3,681,443
Reinsurance Recoverable	391,812,478	215,451,507
Accrued Investment Income	113,886,701	121,729,727
Federal Income Tax Recoverable	940,033,456	930,267,731
Due from Affiliates	183,852,738	187,274,289
Other Assets	549,410,052	493,265,075
Total Assets	<u>\$ 30,184,001,188</u>	<u>\$ 30,011,078,824</u>
Liabilities and Policyholders' Surplus		
Liabilities:		
Loss and LAE Reserves	\$ 13,894,112,327	\$ 14,244,436,264
Unearned Premium Reserve	4,321,146,577	4,159,670,241
Funds Held with Reinsurers	185,460,548	212,412,675
Loss In Course of Payment	357,922,606	408,170,112
Commission Reserve	68,132,284	64,038,359
Federal Income Tax Payable	290,773,995	16,190,044
Remittances and Items Unallocated	111,710,550	196,410,982
Payable to parent, subs and affiliates	154,428,297	57,540,814
Provision for Reinsurance	43,942,761	66,649,220
Ceded Reinsurance Premiums Payable	807,651,125	551,510,878
Securities Lending Collateral Liability	208,060,537	225,335,750
Other Liabilities	1,942,241,242	2,166,453,164
Total Liabilities	\$ 22,385,582,849	\$ 22,368,818,502
Policyholders' Surplus:		
Common Capital Stock	\$ 5,000,000	\$ 5,000,000
Paid-In and Contributed Surplus	4,394,131,321	4,394,131,321
Surplus Notes	-	430,000,000
Special Surplus Funds	34,865,000	43,259,000
Cumulative Unrealized Gain	505,136,565	331,857,594
Unassigned Surplus	2,859,285,454	2,438,012,408
Total Policyholders' Surplus	<u>\$ 7,798,418,339</u>	<u>\$ 7,642,260,323</u>
Total Liabilities and Policyholders' Surplus	<u><u>\$ 30,184,001,188</u></u>	<u><u>\$ 30,011,078,824</u></u>

I, Dennis F. Kerrigan, Corporate Secretary of ZURICH AMERICAN INSURANCE COMPANY do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company, on the 31st day of December, 2013, according to the best of my information, knowledge and belief.

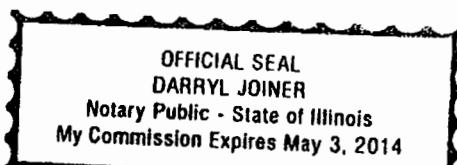
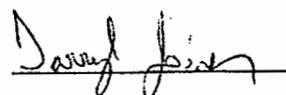


Corporate Secretary

State of Illinois
County of Cook

} SS:

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 15th day of March, 2014.

Notary public

FIDELITY AND DEPOSIT COMPANY

OF MARYLAND

600 Red Brook Blvd., Suite 600, Owings Mills, MD 21117

**Statement of Financial Condition
As Of December 31, 2013****ASSETS**

Bonds.....	\$ 139,272,722
Stocks	22,258,887
Cash and Short Term Investments.....	6,595,113
Reinsurance Recoverable	17,970,134
Other Accounts Receivable	33,409,916
TOTAL ADMITTED ASSETS.....	\$ 219,506,772

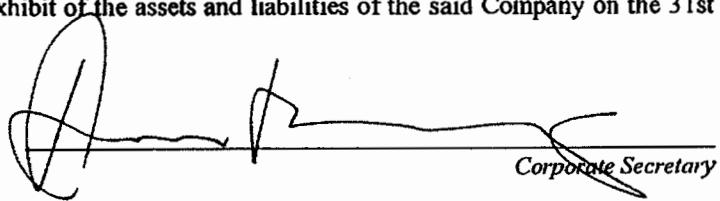
LIABILITIES, SURPLUS AND OTHER FUNDS

Reserve for Taxes and Expenses	\$ 1,787,480
Ceded Reinsurance Premiums Payable.....	42,146,005
Securities Lending Collateral Liability.....	6,613,750
TOTAL LIABILITIES	\$ 50,547,235
Capital Stock, Paid Up.....	\$ 5,000,000
Surplus.....	163,959,537
Surplus as regards Policyholders	168,959,537
TOTAL.....	\$ 219,506,772

Securities carried at \$58,378,690 in the above statement are deposited with various states as required by law.

Securities carried on the basis prescribed by the National Association of Insurance Commissioners. On the basis of market quotations for all bonds and stocks owned, the Company's total admitted assets at December 31, 2013 would be \$223,222,696 and surplus as regards policyholders \$172,675,461.

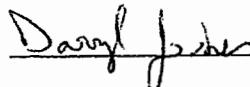
I, DENNIS F. KERRIGAN, Corporate Secretary of the **FIDELITY AND DEPOSIT COMPANY OF MARYLAND**, do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company on the 31st day of December, 2013.



Corporate Secretary

State of Illinois
City of Schaumburg } SS:

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 15th day of March, 2014.



Darryl Joiner
Notary Public



STATE OF NEW YORK

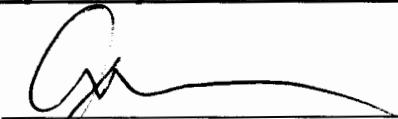
COUNTY OF NASSAU

Annette M. Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **XL Specialty Insurance Company**.
THE **XL Specialty Insurance Company** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED **April 11, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

XL Specialty Insurance Company

BY:



Annette M. Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August, 2014**.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

STATE OF NEW YORK
DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

XL SPECIALTY INSURANCE COMPANY

Of Wilmington, Delaware

a corporation organized under the laws of the State of Delaware and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$158,343,043 (Capital \$5,812,500) as is shown by its sworn financial statement for the end of the year as of December 31, 2013, on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 11th day of April, 2014

Benjamin M. Lawsky
Superintendent

By *Jacqueline Catalfamo*
Jacqueline Catalfamo
Special Deputy Superintendent

STATE OF NEW YORK

COUNTY OF NASSAU

Annette M. Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **XL Reinsurance America Inc.**.
THE **XL Reinsurance America Inc.** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED **April 11, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

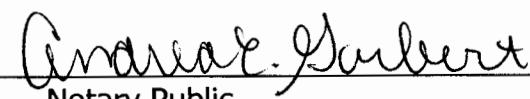
XL Reinsurance America Inc.

BY:



Annette M. Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August**, **2014**.



Andrea E. Gorbert
Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 20 15

STATE OF NEW YORK
DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

XL REINSURANCE AMERICA INC.

Of New York, New York

a corporation organized under the laws of the State of New York and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$2,244,505,234 (Capital \$5,000,000) as is shown by its sworn financial statement for the end of the year as of December 31, 2013, on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 11th day of April, 2014

Benjamin M. Lawsky
Superintendent

By *Jacqueline Catalfamo*
Jacqueline Catalfamo
Special Deputy Superintendent



XL Group
Insurance
Reinsurance

VOID

Power of Attorney
XL Specialty Insurance Company
Greenwich Insurance Company
XL Reinsurance America Inc.

VOID
THIS IS NOT A BOND NUMBER
UNLIMITED POWER OF ATTORNEY
XL1512823

VOID **VOID** **VOID**
KNOW ALL MEN BY THESE PRESENTS: That XL Specialty Insurance Company, and Greenwich Insurance Company, Delaware insurance companies with offices located at 505 Eagleview Blvd., Exton, PA 19341, and XL Reinsurance America Inc., a New York insurance company with offices located at 70 Seaview Avenue, Stamford, CT 06902, do hereby nominate, constitute, and appoint:

Nancy Schrie, David W. Rosehill, Edward Reilly, Anne Potter, Beverly Woolford, Kevin T. Walsh, Kelly O'Malley, Andrea E. Gorbert, Valorie Spates, Arlette M. Leuschner

each its true and lawful Attorney(s)-in-fact to make, execute, attest, seal and deliver for and on its behalf, as surety, and as its act and deed, where required, any and all bonds and undertakings in the nature thereof, for the penal sum of no one of which is in any event to exceed UNLIMITED.

Such bonds and undertakings, when duly executed by the aforesaid Attorney (s) - in - Fact shall be binding upon each said Company as fully and to the same extent as if such bonds and undertakings were signed by the President and Secretary of the Company and sealed with its corporate seal.

The Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Board of Directors of each of the Companies on the 29th day of May 2014.

RESOLVED, that Gary Kaplan, David Hewett, William Mills, Gregory Boal and Kevin Mirsch are hereby appointed by the Board as authorized to make, execute, seal and deliver for and on behalf of the Company, any and all bonds, undertakings, contracts or obligations in surety or co-surety with others and that the Secretary or any Assistant Secretary of the Company be and that each of them hereby is authorized to attest the execution of any such bonds, undertakings, contracts or obligations in surety or co-surety and attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that Gary Kaplan, David Hewett, William Mills, Gregory Boal and Kevin Mirsch each is hereby authorized to execute powers of attorney qualifying the attorney named in the given power of attorney to execute, on behalf of the Company, bonds and undertakings in surety or co-surety with others, and that the Secretary or any Assistant Secretary of the Company be, and that each of them is hereby authorized to attest the execution of any such power of attorney, and to attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that the signature of such officers named in the preceding resolutions and the corporate seal of the Company may be affixed to such powers of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be thereafter valid and binding upon the Company with respect to any bond, undertaking, contract or obligation in surety or co-surety with others to which it is attached.

IN WITNESS WHEREOF, the XL SPECIALTY INSURANCE COMPANY and GREENWICH INSURANCE COMPANY has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this May 29th, 2014.



VOID
XL SPECIALTY INSURANCE COMPANY
GREENWICH INSURANCE COMPANY

By: *David S. Hewett*
SENIOR VICE PRESIDENT

Attest: *Toni Ann Perkins*

SECRETARY

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

On this 29th day of May, 2014, before me personally came David S. Hewett to me known, who, being duly sworn, did depose and say: that he is Executive Vice President of XL SPECIALTY INSURANCE COMPANY and Senior Vice President of GREENWICH INSURANCE COMPANY, described in and which executed the above instrument; that he knows the seals of said Companies; that the seals affixed to the aforesaid instrument are such corporate seals and were affixed thereto by order and authority of the Boards of Directors of said Companies; and that he executed the said instrument by like order.

Kim D. Oliver
NOTARY PUBLIC

XL REINSURANCE AMERICA INC.
STATUTORY STATEMENT OF ADMITTED ASSETS,
LIABILITIES, CAPITAL AND SURPLUS
December 31, 2013
(U.S. Dollars)

Assets:	Liabilities:		
Bonds	3,585,728,229	Loss & loss adjustment expenses	2,198,053,137
Stocks	748,128,345	Reinsurance payable on paid loss and loss adjustment expenses	5,960,634
Cash and short-term investments	170,914,776	Unearned premiums	390,533,599
Other Invested Assets	75,285,679	Ceded reinsurance premium payable	340,708,711
Receivable for securities			
Total Invested Assets	4,580,057,029	Funds held by company under reinsurance treaties	113,336,753
		Payable for Securities	1,205,344
		Other Liabilities	233,514,972
		Total Liabilities	3,283,313,150
Agents Balances	278,927,642	Capital and Surplus:	
Funds held by or deposited with reinsured companies	147,860,298	Aggregate write-ins for special surplus funds	
Reinsurance recoverable on loss and loss adjustment expense payments	287,878,865	Common capital Stock	5,000,000
Accrued interest and dividends	32,995,448	Gross paid in and contributed surplus	1,866,926,322
Other admitted assets	200,099,102	Unassigned surplus	372,578,912
Total Admitted Assets	5,527,818,384	Total Capital and Surplus	2,244,505,234
		Total Liabilities, Capital and Surplus	5,527,818,384

I, Andrew Robert Will, Vice President and Controller of XL Reinsurance America Inc. (the "Corporation") do hereby certify that to the best of my knowledge and belief, the foregoing is a full and true Statutory Statement of Admitted Assets, Liabilities, Capital and Surplus of the Corporation, as of December 31, 2013, prepared in conformity with the accounting practices prescribed or permitted by the Insurance Department of the State of New York. The foregoing statement should not be taken as a complete statement of financial condition of the Corporation. Such a statement is available upon request at the Corporation's principal office located at Seaview House, 70 Seaview Avenue, Stamford, CT 06902-06040.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation at Stamford, Connecticut.


 Vice President and Controller

**XL SPECIALTY INSURANCE COMPANY
STATUTORY STATEMENT OF ADMITTED ASSETS,
LIABILITIES, CAPITAL AND SURPLUS
December 31, 2013
(U.S. Dollars)**

Assets:	Liabilities:	
Bonds	243,078,129	Loss & loss adjustment expenses 202,897,195
Stocks	47,367,742	Reinsurance payable on paid loss and loss adjustment expenses 550,213
Cash and short-term investments	103,941,689	Unearned premiums 36,049,248
Receivable for securities		Ceded reinsurance premium payable
Total Invested Assets	394,387,560	Funds held by company under reinsurance treaties 10,668,107
		Payable for Securities
		Other Liabilities 32,063,624
		Total Liabilities 282,228,387
Agents Balances	25,747,167	Capital and Surplus:
Funds held by or deposited with reinsured companies		Aggregate write-ins for special surplus funds
Reinsurance recoverable on loss and loss adjustment expense payments		Common capital Stock 5,812,500
Accrued interest and dividends	1,346,314	Gross paid in and contributed surplus 127,462,739
Other admitted assets	19,090,389	Unassigned surplus 25,067,804
Total Admitted Assets	440,571,430	Total Capital and Surplus 158,343,043
		Total Liabilities, Capital and Surplus 440,571,430

I, Andrew Robert Will, Vice President and Controller of XL Specialty Insurance Company (the "Corporation") do hereby certify that to the best of my knowledge and belief, the foregoing is a full and true Statutory Statement of Admitted Assets, Liabilities, Capital and Surplus of the Corporation, as of December 31, 2013, prepared in conformity with the accounting practices prescribed or permitted by the Insurance Department of the State of Delaware. The foregoing statement should not be taken as a complete statement of financial condition of the Corporation. Such a statement is available upon request at the Corporation's principal office located at Seaview House, 70 Seaview Avenue, Stamford, CT 06902-06040.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation at Stamford, Connecticut.



Vice President and Controller

STATE OF NEW YORK

COUNTY OF NASSAU

Annette Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE Travelers Casualty and Surety Company, THE Travelers Casualty and Surety Company HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED April 23, 2014 BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

Travelers Casualty and Surety Company

BY:



Annette Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS 22nd DAY OF August, 2014.



Andrea E. Gorbert
Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

CERTIFICATE OF SOLVENCY UNDER SECTION 1111 OF THE NEW YORK INSURANCE LAW

STATE OF NEW YORK

DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

Travelers Casualty and Surety Company

Of Hartford, Connecticut

a corporation organized under the laws of the State of Connecticut and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$6,558,646,505 (Capital \$25,000,000) as is shown by its sworn financial statement for the year ending December 31, 2013 on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have
unto set my hand and affixed
official seal of this Department
in the City of Albany, this 23th
day of April, 2014.

Benjamin M. Lawsky
Superintendent of Insurance

By

Jacqueline Catalfamo

Jacqueline Catalfamo
Special Deputy Superintendent



Farmington Casualty Company
 Fidelity and Guaranty Insurance Company
 Fidelity and Guaranty Insurance Underwriters, Inc.
 St. Paul Fire and Marine Insurance Company
 St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
 Travelers Casualty and Surety Company
 Travelers Casualty and Surety Company of America
 United States Fidelity and Guaranty Company

Attorney-In Fact No. 228071

Certificate No. 005944841

KNOW ALL MEN BY THESE PRESENTS: That Farmington Casualty Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company are corporations duly organized under the laws of the State of Connecticut, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc., is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

David W. Rosehill, Nancy Schnee, Annette Leuschner, Andrea E. Gorbert, Valorie Spates, Beverly A. Woolford, and Anne Potter

of the City of Jericho, State of New York, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

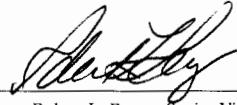
IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 6th day of June 2014.

Farmington Casualty Company
 Fidelity and Guaranty Insurance Company
 Fidelity and Guaranty Insurance Underwriters, Inc.
 St. Paul Fire and Marine Insurance Company
 St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
 Travelers Casualty and Surety Company
 Travelers Casualty and Surety Company of America
 United States Fidelity and Guaranty Company



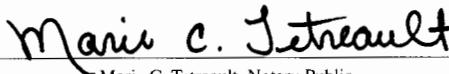
State of Connecticut
 City of Hartford ss.

By: 
 Robert L. Raney, Senior Vice President

On this the 6th day of June, 2014, before me personally appeared Robert L. Raney, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
 My Commission expires the 30th day of June, 2016.




 Marie C. Tetreault, Notary Public

TRAVELERS CASUALTY AND SURETY COMPANY
 HARTFORD, CONNECTICUT 06183
 FINANCIAL STATEMENT AS OF DECEMBER 31, 2013
 CAPITAL STOCK \$ 25,000,000

ASSETS	LIABILITIES & SURPLUS
CASH AND INVESTED CASH	\$ 849,717,644
BONDS	9,393,587,928
STOCKS	3,741,038,088
OTHER INVESTED ASSETS	791,988,945
PREMIUM BALANCES	1,301,183,954
INVESTMENT INCOME DUE AND ACCRUED	107,464,278
NET DEFERRED TAX ASSET	287,802,003
RECEIVABLES FROM PARENT, SUBSIDIARIES AND AFFILIATES	59,598,328
UNDISTRIBUTED PAYMENTS	39,716,722
EQUITIES AND DEPOSITS IN POOLS & ASSOCIATIONS	17,554,791
REINSURANCE RECOVERABLE	36,744,128
FUNDS HELD BY / DEPOSITED WITH REINSURERS	2,365,030
AMOUNTS RECEIVABLE UNDER HIGH DEDUCTIBLE POLICIES	15,403,171
SECURITIES LENDING REINVESTED COLLATERAL ASSETS	29,781,883
STATE SURCHARGES RECEIVABLE	9,584,907
GUARANTY FUNDS RECEIVABLE OR ON DEPOSIT	743,917
OTHER ASSETS	327,774
TOTAL ASSETS	<u>\$ 16,464,401,449</u>
	UNEARNED PREMIUMS
	LOSSES
	REINSURANCE PAYABLE ON PAID LOSSES & LOSS ADJ. EXPENSES
	LOSS ADJUSTMENT EXPENSES
	COMMISSIONS
	TAXES, LICENSES AND FEES
	OTHER EXPENSES
	CEDED REINSURANCE NET PREMIUMS PAYABLE
	AMOUNTS WITHHELD / RETAINED BY COMPANY FOR OTHERS
	REMITTANCES AND ITEMS NOT ALLOCATED
	PAYABLE FOR SECURITIES
	PAYABLE FOR SECURITIES LENDING
	POLICYHOLDER DIVIDENDS
	RETROACTIVE REINSURANCE RESERVE CEDED
	CURRENT FEDERAL AND FOREIGN INCOME TAXES
	OTHER ACCRUED EXPENSES AND LIABILITIES
	TOTAL LIABILITIES
	CAPITAL STOCK
	PAID IN SURPLUS
	OTHER SURPLUS
	TOTAL SURPLUS TO POLICYHOLDERS
	TOTAL LIABILITIES & SURPLUS
	<u>\$ 16,464,401,449</u>

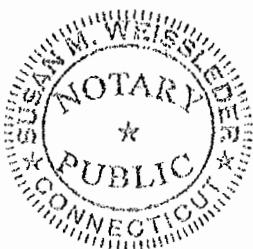
STATE OF CONNECTICUT)
 COUNTY OF HARTFORD) SS.
 CITY OF HARTFORD)

MICHAEL J. DOODY, BEING DULY SWORN, SAYS THAT HE IS SECOND VICE PRESIDENT, OF TRAVELERS CASUALTY AND SURETY COMPANY,
 AND THAT TO THE BEST OF HIS KNOWLEDGE AND BELIEF, THE FOREGOING IS A TRUE AND CORRECT STATEMENT OF THE FINANCIAL
 CONDITION OF SAID COMPANY AS OF THE 31ST DAY OF DECEMBER, 2013.

Michael J. Doody
 SECOND VICE PRESIDENT

NOTARY PUBLIC

SUSAN M. WEISSLEDER
Notary Public
My Commission Expires November 30, 2017



SUBSCRIBED AND SWORN TO BEFORE ME THIS
 19TH DAY OF MARCH, 2014

STATE OF NEW YORK

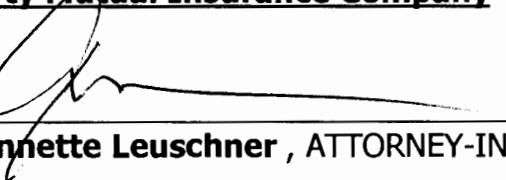
COUNTY OF NASSAU

Annette Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **Liberty Mutual Insurance Company**. THE **Liberty Mutual Insurance Company** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED **April 1, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

Liberty Mutual Insurance Company

BY:


Annette Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August, 2014**.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

CERTIFICATE OF SOLVENCY UNDER SECTION 1111 OF THE NEW YORK INSURANCE LAW

STATE OF NEW YORK
DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

Liberty Mutual Insurance Company

Boston, Massachusetts

a corporation organized under the laws of the State of Massachusetts and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$15,126,396,325 (Capital \$10,000,000) as is shown by its sworn financial statement for the year ending December 31, 2013 on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have
unto set my hand and affixed
official seal of this Department
in the City of Albany, this 1st
day of April, 2014.

**Benjamin M. Lawsky
Superintendent of Insurance**

By *Jacqueline Catalfamo*
**Jacqueline Catalfamo
Special Deputy Superintendent**

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.
 This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

Certificate No. 6549413

American Fire and Casualty Company
 The Ohio Casualty Insurance Company

Liberty Mutual Insurance Company
 West American Insurance Company

POWER OF ATTORNEY

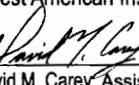
KNOWN ALL PERSONS BY THESE PRESENTS: That American Fire & Casualty Company and The Ohio Casualty Insurance Company are corporations duly organized under the laws of the State of New Hampshire, that Liberty Mutual Insurance Company is a corporation duly organized under the laws of the State of Massachusetts, and West American Insurance Company is a corporation duly organized under the laws of the State of Indiana (herein collectively called the "Companies"), pursuant to and by authority herein set forth, does hereby name, constitute and appoint, Andrea E. Gorbert; Anne Potter; Annette Leuschner; Beverly A. Woolford; David W. Rosehill; Nancy Schnee; Valorie Spates

all of the city of Jericho, state of NY each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents and shall be as binding upon the Companies as if they have been duly signed by the president and attested by the secretary of the Companies in their own proper persons.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Companies and the corporate seals of the Companies have been affixed thereto this 24th day of April, 2014.



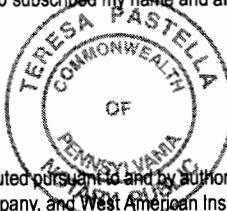
American Fire and Casualty Company
 The Ohio Casualty Insurance Company
 Liberty Mutual Insurance Company
 West American Insurance Company

By: 
 David M. Carey, Assistant Secretary

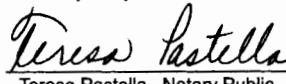
STATE OF PENNSYLVANIA ss
 COUNTY OF MONTGOMERY

On this 24th day of April, 2014, before me personally appeared David M. Carey, who acknowledged himself to be the Assistant Secretary of American Fire and Casualty Company, Liberty Mutual Insurance Company, The Ohio Casualty Insurance Company, and West American Insurance Company, and that he, as such, being authorized so to do, execute the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Teresa Pastella, Notary Public
 Plymouth Twp., Montgomery County
 My Commission Expires March 28, 2017
 Member, Pennsylvania Association of Notaries

By: 
 Teresa Pastella, Notary Public

This Power of Attorney is made and executed pursuant to and by authority of the following By-laws and Authorizations of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company which resolutions are now in full force and effect reading as follows:

ARTICLE IV – OFFICERS – Section 12. Power of Attorney. Any officer or other official of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitation as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of any such instruments and to attach thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary. Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

ARTICLE XIII – Execution of Contracts – SECTION 5. Surety Bonds and Undertakings. Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

Certificate of Designation – The President of the Company, acting pursuant to the Bylaws of the Company, authorizes David M. Carey, Assistant Secretary to appoint such attorneys-in-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

Authorization – By unanimous consent of the Company's Board of Directors, the Company consents that facsimile or mechanically reproduced signature of any assistant secretary of the Company, wherever appearing upon a certified copy of any power of attorney issued by the Company in connection with surety bonds, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

I, Gregory W. Davenport, the undersigned, Assistant Secretary, of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy of the Power of Attorney executed by said Companies, is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this _____ day of _____, 20_____. **AUG 22 2014**



By: 
 Gregory W. Davenport, Assistant Secretary



LIBERTY MUTUAL INSURANCE COMPANY
FINANCIAL STATEMENT — DECEMBER 31, 2013

Assets	Liabilities
Cash and Bank Deposits.....	\$1,118,180,550
*Bonds — U.S Government.....	1,888,225,943
*Other Bonds.....	12,039,490,815
*Stocks.....	9,030,962,112
Real Estate.....	251,301,907
Agents' Balances or Uncollected Premiums.....	4,781,042,931
Accrued Interest and Rents.....	149,855,386
Other Admitted Assets.....	<u>15,216,749,451</u>
 Total Admitted Assets.....	 <u>\$44,475,809,095</u>
Unearned Premiums.....	\$5,940,431,054
Reserve for Claims and Claims Expense	17,305,063,560
Funds Held Under Reinsurance Treaties.....	212,659,311
Reserve for Dividends to Policyholders.....	1,226,236
Additional Statutory Reserve.....	63,348,980
Reserve for Commissions, Taxes and Other Liabilities	<u>5,826,683,629</u>
 Total	 <u>\$29,349,412,770</u>
Special Surplus Funds.....	\$55,686,852
Capital Stock.....	11,250,000
Paid in Surplus.....	7,898,288,167
Unassigned Surplus.....	7,161,171,306
 Surplus to Policyholders	 <u>15,126,396,325</u>
 Total Liabilities and Surplus.....	 <u>\$44,475,809,095</u>



* Bonds are stated at amortized or investment value; Stocks at Association Market Values.
The foregoing financial information is taken from Liberty Mutual Insurance Company's financial statement filed with the state of Massachusetts Department of Insurance.

I, TIM MIKOŁAJEWSKI, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the foregoing is a true, and correct statement of the Assets and Liabilities of said Corporation, as of December 31, 2013, to the best of my knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation at Seattle, Washington, this 20th day of March, 2014.

TAMASZEWICZ

Assistant Secretary

STATE OF NEW YORK

COUNTY OF NASSAU

Annette Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **ACE American Insurance Company**. THE **ACE American Insurance Company** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED **August 11, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

ACE American Insurance Company

BY:



Annette Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August**, 2014.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 20 15

CERTIFICATE OF SOLVENCY UNDER SECTION 1111 OF THE NEW YORK INSURANCE LAW

STATE OF NEW YORK

DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

ACE American Insurance Company

Of Philadelphia, Pennsylvania

a corporation organized under the laws of the State of Pennsylvania and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guarantees and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$2,799,211,800 (Capital \$5,000,000) as is shown by its sworn financial statement for the first quarter ending March 31, 2014 on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have
unto set my hand and affixed
official seal of this Department
in the City of Albany, this 11th
day of August, 2014.

**Benjamin M. Lawsky
Superintendent of Insurance**

By *Jacqueline Catalfamo*

**Jacqueline Catalfamo
Special Deputy Superintendent**

Power of Attorney

ACE AMERICAN INSURANCE COMPANY ACE PROPERTY & CASUALTY INSURANCE COMPANY

Know all men by these presents: That ACE AMERICAN INSURANCE COMPANY, ACE PROPERTY & CASUALTY INSURANCE COMPANY, a corporation of the Commonwealth of Pennsylvania, having its principal office in the City of Philadelphia, Pennsylvania pursuant to the following Resolution, adopted by the Board of Directors of the said Company on March 20, 2009, to wit:

"RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

Does hereby nominate, constitute and appoint Annette M Leuschner, Vivian Carti, all of the City of NEW YORK , New York, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Two hundred Sixty Seven million Six hundred Ninety Nine thousand dollars & zero cents (\$267,699,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said ACE AMERICAN INSURANCE COMPANY, ACE PROPERTY & CASUALTY INSURANCE COMPANY this 8 day of August 2014.

ACE AMERICAN INSURANCE COMPANY
ACE PROPERTY & CASUALTY INSURANCE COMPANY



Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA COUNTY OF PHILADELPHIA

On this 8 day of August AD. 2014 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the ACE AMERICAN INSURANCE COMPANY, ACE PROPERTY & CASUALTY INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
KAREN E. BRANDT, Notary Public
City of Philadelphia, Penna., County
My Commission Expires September 26, 2014

Notary Public

I, the undersigned Assistant Secretary of the ACE AMERICAN INSURANCE COMPANY, ACE PROPERTY & CASUALTY INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this _____ day of AUG 22 2014

20_____



William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER August 08, 2015.

ACE AMERICAN INSURANCE COMPANY

FINANCIAL STATEMENT

DECEMBER 31, 2013

ADMITTED ASSETS

BONDS	6,142,755,538
SHORT - TERM INVESTMENTS	160,850,333
STOCKS	1,898,949,676
REAL ESTATE	56,687,641
CASH ON HAND AND IN BANK	(102,778,399)
PREMIUM IN COURSE OF COLLECTION*	536,060,099
INTEREST ACCRUED	54,078,727
OTHER ASSETS	<u>2,950,678,990</u>
TOTAL ASSETS	<u>11,697,282,605</u>

LIABILITIES

RESERVE FOR UNEARNED PREMIUMS	511,023,211
RESERVE FOR LOSSES	2,847,050,442
RESERVE FOR TAXES	60,839,261
FUNDS HELD UNDER REINSURANCE TREATIES	147,355,682
OTHER LIABILITIES	<u>5,454,023,549</u>
TOTAL LIABILITIES	<u>9,020,292,145</u>

CAPITAL: 100,000 SHARES, \$50 PAR VALUE	5,000,000
CAPITAL: PAID IN	1,123,395,612
AGGREGATE WRITE-INS FOR SPECIAL SURPLUS FUNDS	0
SURPLUS (UNASSIGNED)	1,548,594,848
SURPLUS TO POLICYHOLDERS	<u>2,676,990,460</u>
TOTAL	<u>11,697,282,605</u>

(*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE.)

STATE OF PENNSYLVANIA

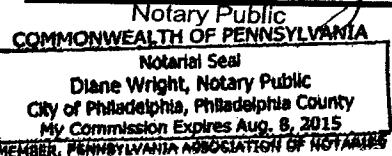
COUNTY OF PHILADELPHIA

John P. Taylor, being duly sworn, says that he is Senior Vice President of ACE American Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31 st day of December, 2013.

Sworn before me this

3/31/14


John P. Taylor
Senior Vice President



August 8, 2015
My commission expires

STATE OF NEW YORK

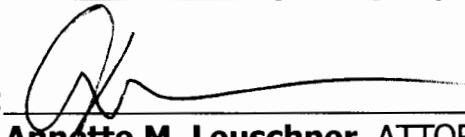
COUNTY OF NASSAU

Annette M. Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **Continental Casualty Company**. THE **Continental Casualty Company** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED **April 9, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

Continental Casualty Company

BY:



Annette M. Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August**, **2014**.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

CERTIFICATE OF SOLVENCY UNDER SECTION 1111 OF THE NEW YORK INSURANCE LAW

STATE OF NEW YORK
DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

CONTINENTAL CASUALTY COMPANY
Of Chicago, Illinois

a corporation organized under the laws of the State of Illinois and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$11,136,699,609 (Capital \$35,632,565) as is shown by its sworn financial statement for the year ending December 31, 2013 on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have
unto set my hand and affixed
official seal of this Department
in the City of Albany, this 9th
day of April, 2014.

Benjamin M. Lawsky
Superintendent of Insurance

By

Jacqueline Catalfamo
Jacqueline Catalfamo
Special Deputy Superintendent

KNOW ALL MEN BY THESE PRESENTS, That Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company (herein called "the CNA Companies"), are duly organized and existing insurance companies having their principal offices in the City of Chicago, and State of Illinois, and that they do by virtue of the signatures and seals herein affixed hereby make, constitute and appoint

**Annette M Leuschner, Nancy Schnee, Valorie Spates, Andrea E Gorbert, Beverly A Woolford, Anne Potter, Individually, of Jericho, NY
Debra A Deming, Vivian Carti, Evangelina L Dominick, Annette M Leuschner, Cynthia Farrell, Sandra Diaz, Jessica Iannotta, Kelly O'Malley, Kevin T Walsh, Jr, Edward Reilly, Individually, of New York, NY**

their true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on their behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind them thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of their insurance companies and all the acts of said Attorney, pursuant to the authority hereby given is hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law and Resolutions, printed on the reverse hereof, duly adopted, as indicated, by the Boards of Directors of the insurance companies.

In Witness Whereof, the CNA Companies have caused these presents to be signed by their Vice President and their corporate seals to be hereto affixed on this 7th day of February, 2014.



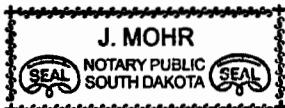
Continental Casualty Company
National Fire Insurance Company of Hartford
American Casualty Company of Reading, Pennsylvania

Paul T. Bruflat

Vice President

State of South Dakota, County of Minnehaha, ss:

On this 7th day of February, 2014, before me personally came Paul T. Bruflat to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is a Vice President of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company described in and which executed the above instrument; that he knows the seals of said insurance companies; that the seals affixed to the said instrument are such corporate seals; that they were so affixed pursuant to authority given by the Boards of Directors of said insurance companies and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said insurance companies.



My Commission Expires June 23, 2015

J. Mohr
Notary Public

CERTIFICATE

I, D. Bult, Assistant Secretary of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company do hereby certify that the Power of Attorney herein above set forth is still in force, and further certify that the By-Law and Resolution of the Board of Directors of the insurance companies printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said insurance companies this AUG 22 2014 day of _____.



Continental Casualty Company
National Fire Insurance Company of Hartford
American Casualty Company of Reading, Pennsylvania

D. Bult
Assistant Secretary

CONTINENTAL CASUALTY COMPANY
Chicago, Illinois
Statement of Net Admitted Assets and Liabilities
December 31, 2013

ASSETS

Bonds	\$ 30,229,955,367
Stocks	4,746,557,669
Mortgage loans on real estate	469,092,801
Cash and short-term investments	415,957,659
Other invested assets	2,747,969,437
Receivables for securities	220,144,221
Investment income due and accrued	325,573,800
Uncollected premiums and agents' balances	756,059,721
Deferred premiums, agents' balances and installments booked but deferred and not yet due	816,321,820
Amounts recoverable from reinsurers	160,346,989
Funds held by or deposited with reinsured companies	620,515,689
Net deferred tax asset	846,027,433
Other assets	287,810,015
Total Assets	\$ 42,642,332,621

LIABILITIES AND SURPLUS

Losses	\$ 16,372,553,624
Loss adjustment expense	2,277,063,954
Other expense	682,511,985
Taxes, licenses and fees	192,617,490
Federal and foreign income taxes payable	184,378,523
Unearned premiums	11,568,710,301
Ceded reinsurance premiums payable (net of ceding commissions)	375,591,520
Provision for reinsurance	118,341,078
Other liabilities	(266,135,463)
Total Liabilities	31,505,633,012

Surplus Account:

Capital paid up	35,632,565
Gross paid in and contributed surplus	5,684,824,266
Special Surplus	289,755,132
Unassigned funds	<u>5,126,487,646</u>
Surplus as regards policyholders	11,136,699,609
Total Liabilities and Capital	\$ 42,642,332,621

I, OJ B. Magana, Assistant Vice President of Continental Casualty Company hereby certify that the above is an accurate representation of the financial statement of the Company dated December 31, 2013, as filed with the various Insurance Departments and is a true and correct statement of the condition of Continental Casualty Company as of that date.

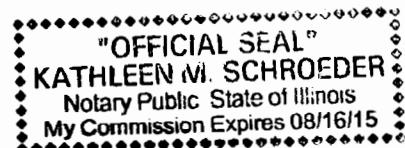
Continental Casualty Company

By OJ B. Magana
Assistant Vice President

Subscribed and sworn to me this 12th day of March, 2014.

My commission expires:

Kathleen M Schreder
Notary Public



STATE OF NEW YORK

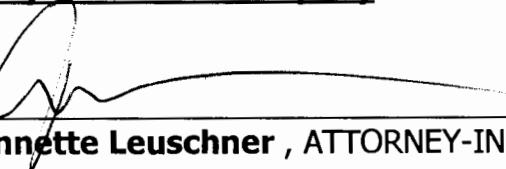
COUNTY OF NASSAU

Annette Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **Berkley Insurance Company**.
THE **Berkley Insurance Company** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY, DATED **February 11, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

Berkley Insurance Company

BY:


Annette Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August**, **2014**.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

CERTIFICATE OF SOLVENCY UNDER SECTION 1111 OF THE NEW YORK
INSURANCE LAW

STATE OF NEW YORK
DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

BERKLEY INSURANCE COMPANY
Of Wilmington, Delaware

a corporation organized under the laws of the State of Delaware and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$4,877,385,251 (Capital \$43,000,000) as is shown by its sworn financial statement for the third quarter as of September 30, 2013, on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 11th day of February, 2014.

Benjamin M. Lawsky
Superintendent

By *Jacqueline Catalfamo*
Jacqueline Catalfamo
Special Deputy Superintendent

NOTICE: The warning found elsewhere in this Power of Attorney affects the validity thereof. Please review carefully.

KNOW ALL MEN BY THESE PRESENTS, that BERKLEY INSURANCE COMPANY (the "Company"), a corporation duly organized and existing under the laws of the State of Delaware, having its principal office in Greenwich, CT, has made, constituted and appointed, and does by these presents make, constitute and appoint: *David W. Rosehill, Nancy Schnee, Andrea E. Gorbert, Annette Leuschner, Valerie I. Spates, Beverly A. Woolford or Anne L. Potter of Aon Risk Services Northeast, Inc. of Jericho, NY* its true and lawful Attorney-in-Fact, to sign its name as surety only as delineated below and to execute, seal, acknowledge and deliver any and all bonds and undertakings, with the exception of Financial Guaranty Insurance, providing that no single obligation shall exceed **Fifty Million and 00/100 U.S. Dollars (U.S.\$50,000,000.00)**, to the same extent as if such bonds had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office in their own proper persons.

This Power of Attorney shall be construed and enforced in accordance with, and governed by, the laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof. This Power of Attorney is granted pursuant to the following resolutions which were duly and validly adopted at a meeting of the Board of Directors of the Company held on January 25, 2010:

RESOLVED, that, with respect to the Surety business written by Berkley Surety Group, the Chairman of the Board, Chief Executive Officer, President or any Vice President of the Company, in conjunction with the Secretary or any Assistant Secretary are hereby authorized to execute powers of attorney authorizing and qualifying the attorney-in-fact named therein to execute bonds, undertakings, recognizances, or other suretyship obligations on behalf of the Company, and to affix the corporate seal of the Company to powers of attorney executed pursuant hereto; and said officers may remove any such attorney-in-fact and revoke any power of attorney previously granted; and further

RESOLVED, that such power of attorney limits the acts of those named therein to the bonds, undertakings, recognizances, or other suretyship obligations specifically named therein, and they have no authority to bind the Company except in the manner and to the extent therein stated; and further

RESOLVED, that such power of attorney revokes all previous powers issued on behalf of the attorney-in-fact named; and further

RESOLVED, that the signature of any authorized officer and the seal of the Company may be affixed by facsimile to any power of attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligation of the Company; and such signature and seal when so used shall have the same force and effect as though manually affixed. The Company may continue to use for the purposes herein stated the facsimile signature of any person or persons who shall have been such officer or officers of the Company, notwithstanding the fact that they may have ceased to be such at the time when such instruments shall be issued.

IN WITNESS WHEREOF, the Company has caused these presents to be signed and attested by its appropriate officers and its corporate seal hereunto affixed this 10 day of May, 2013.

Attest:

(Seal)

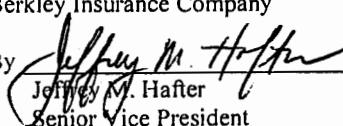
By


Ira S. Lederman

Senior Vice President & Secretary

Berkley Insurance Company

By


Jeffrey M. Hafer

Senior Vice President

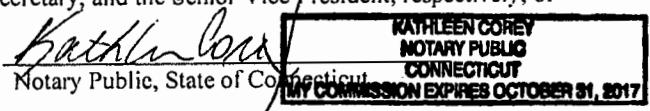
WARNING: THIS POWER INVALID IF NOT PRINTED ON BLUE "BERKLEY" SECURITY PAPER.

STATE OF CONNECTICUT)

) ss:

COUNTY OF FAIRFIELD)

Sworn to before me, a Notary Public in the State of Connecticut, this 10 day of May, 2013, by Ira S. Lederman and Jeffrey M. Hafer who are sworn to me to be the Senior Vice President and Secretary, and the Senior Vice President, respectively, of Berkley Insurance Company.

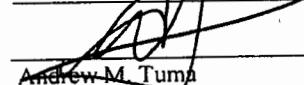


CERTIFICATE

I, the undersigned, Assistant Secretary of BERKLEY INSURANCE COMPANY, DO HEREBY CERTIFY that the foregoing is a true, correct and complete copy of the original Power of Attorney; that said Power of Attorney has not been revoked or rescinded and that the authority of the Attorney-in-Fact set forth therein, who executed the bond or undertaking to which this Power of Attorney is attached, is in full force and effect as of this date.

Given under my hand and seal of the Company, this _____ day of AUG 22 2014.

(Seal)


Andrew M. Tuma

BERKLEY INSURANCE COMPANY

**STATUTORY BALANCE SHEET
DECEMBER 31, 2013
(AMOUNTS IN THOUSANDS)**

Admitted Assets

Bonds	\$ 8,536,003
Common & Preferred Stocks	2,946,151
Cash & Short Term Investments	844,010
Premiums Receivable	1,179,681
Other Assets	<u>2,616,835</u>
 <u>Total Admitted Assets</u>	 <u>\$ 16,122,680</u>

Liabilities & Surplus

Loss & LAE Reserves	\$ 8,380,624
Unearned Premium Reserves	2,113,012
Other Liabilities	<u>721,872</u>
 <u>Total Liabilities</u>	 <u>\$ 11,215,508</u>
Capital Stock	\$ 43,000
Additional Paid In Capital	2,751,028
Unassigned Surplus	<u>2,113,144</u>
 <u>Total Policyholders' Surplus</u>	 <u>\$ 4,907,172</u>
 <u>Total Liabilities & Surplus</u>	 <u>\$ 16,122,680</u>

Officers:

President: W. Robert Berkley, Jr.
 Secretary: Ira Seth Lederman
 Treasurer: Eugene George Ballard
 Sr. Vice President & General Counsel:
 Rajiv Nayan Raval

Directors:

William Robert Berkley,
 (Chairman)
 W. Robert Berkley, Jr.
 Eugene George Ballard
 Paul James Hancock
 Carol Josephine LaPunzina
 Ira Seth Lederman
 C. Fred Madsen

STATE OF NEW YORK

COUNTY OF NASSAU

Annette Leuschner, BEING DULY SWORN, DEPOSES AND SAYS: I AM AN ATTORNEY-IN-FACT OF THE **RLI Insurance Company**.
THE **RLI Insurance Company** HAS BEEN ISSUED A CERTIFICATE OF SOLVENCY,
DATED **May 1, 2014** BY THE SUPERINTENDENT OF INSURANCE OF THE STATE OF
NEW YORK.

SAID CERTIFICATE OF SOLVENCY HAS NOT BEEN REVOKED.

RLI Insurance Company

BY: _____

Annette Leuschner, ATTORNEY-IN-FACT

SWORN TO ME BEFORE THIS **22nd** DAY OF **August**, 20**14**.



Notary Public

ANDREA E. GORBERT
Notary Public, State of New York
No. 01GO6170063
Qualified in Suffolk County
Commission Expires July 02, 2015

**CERTIFICATE OF SOLVENCY UNDER SECTION 1111 OF THE NEW YORK
INSURANCE LAW**

STATE OF NEW YORK

DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

RLI Insurance Company
of Peoria, Illinois

a corporation organized under the laws of the State of Illinois and duly authorized to transact the business of insurance in this State, is qualified to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that the said corporation is possessed of a capital and surplus including gross paid-in and contributed surplus and unassigned funds (surplus) aggregating the sum of \$859,221,325 (Capital \$10,000,375), as is shown by its sworn financial statement for the end of the year as of December 31, 2013 ,on file in this Department, prior to audit.

The said corporation cannot lawfully expose itself to loss on any one risk or hazard to an amount exceeding 10% of its surplus to policyholders, unless it shall be protected in excess of that amount in the manner provided in Section 4118 of the Insurance Law of this State.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 1st day of May, 2014.

Benjamin M. Lawsky
Superintendent

By *Jacqueline Catalfamo*

Jacqueline Catalfamo
Special Deputy Superintendent

POWER OF ATTORNEY

RLI Insurance Company

Know All Men by These Presents:

That the **RLI Insurance Company**, a corporation organized and existing under the laws of the State of Illinois, and authorized and licensed to do business in all states and the District of Columbia does hereby make, constitute and appoint:

Robert McDonough, Glenn Pelletiere, Thomas Rhatigan, Debra A. Deming, Cynthia Farrell, Vivian Carti, Sandra Diaz, Evangelina Dominick, Annette Leuschner, Valorie Spates, Jessica Iannotta, Sonia Rogers, jointly or severally

in the City of New York, State of New York, as Attorney in Fact, with full power and authority hereby conferred upon him/her to sign, execute, acknowledge and deliver for and on its behalf as Surety and as its act and deed, all of the following classes of documents to-wit:

Indemnity, Surety and Undertakings that may be desired by contract, or may be given in any action or proceeding in any court of law or equity; policies indemnifying employers against loss or damage caused by the misconduct of their employees; official, bail and surety and fidelity bonds. Indemnify in all cases where indemnity may be lawfully given; and with full power and authority to execute consents and waivers to modify or change or extend any bond or document executed for this Company, and to compromise and settle any and all claims or demands made or existing against said Company.

The **RLI Insurance Company** further certifies that the following is a true and exact copy of a Resolution adopted by the Board of Directors of **RLI Insurance Company**, and now in force to-wit:

"All bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, any Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys in Fact or Agents who shall have authority to issue bonds, policies or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile."

IN WITNESS WHEREOF, the **RLI Insurance Company**, has caused these presents to be executed by its **Vice President** with its corporate seal affixed this **10th** day of **January**, **2014**.

ATTEST:

RLI Insurance Company



By: Roy C. Die Vice President

State of Illinois } SS
County of Peoria

On this 10th day of January, 2014 before me, a Notary Public, personally appeared Roy C. Die and Cynthia S. Dohm, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as Vice President and Assistant Secretary, respectively, of the said RLI Insurance Company, and acknowledged said instrument to be the voluntary act and deed of said corporation.


Jacqueline M. Bockler Notary Public





RLI Insurance Company
P.O. Box 3987 Peoria IL 61612-3987
Phone: 309-692-1000 Fax: 309-683-1610

RLI Insurance Company

December 31, 2013

Admitted Assets

Investments:	
Fixed maturities.....	\$ 565,275,057
Equity securities.....	936,244,320
Short-term investments.....	2,488,289
Real estate.....	22,332,965
Properties held to produce income.....	0
Cash on hand and on deposit.....	27,278,945
Other invested assets.....	750,000
Receivables for securities.....	0
Agents' balances.....	108,168,054
Investment income due and accrued.....	6,186,935
Funds held.....	4,000
Reinsurance recoverable on paid losses.....	4,352,755
Federal income taxes receivable.....	0
Net deferred tax asset.....	0
Guarantee funds receivable or on deposit.....	64,220
Electronic data processing equipment, net of depreciation.....	438,158
Receivable from affiliates.....	4,298,475
Other admitted assets.....	1,555,812
Total Admitted Assets	<u>\$ 1,679,437,985</u>

State of Illinois

}

County of Peoria

}

The undersigned, being duly sworn, says: That he is the President of RLI Insurance Company; that said Company is a corporation duly organized, in the State of Illinois, and licensed and engaged in business in the State of New York, and has duly complied with all the requirements of the laws of said State applicable of said Company and is duly qualified to act as Surety under such laws; that said Company has also complied with and is duly qualified to act as Surety under the Act of Congress approved July 1947, 6U.S.C sec. 6-13; and that to the best of his knowledge and belief the above statement is a full, true, and correct statement of the financial condition of the said Company on the 31st day of December 2013.

Attest:



{ Corporate
Seal
Affixed }

Michael J. Stone

President

Cynthia S. Dohm

Assistant Secretary

Sworn to before me this 4th day of March, 2014.



{ Notarial
Seal
Affixed }

Jacqueline M. Bockler

Notary Public, State of Illinois

M0058314